



北控醫療健康產業集團有限公司
Beijing Enterprises Medical and Health Industry Group Limited

**BEIJING ENTERPRISES MEDICAL AND HEALTH
INDUSTRY GROUP LIMITED**

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2389)

List of Directors and their role and function

The members of the board of directors (the “Board”) of Beijing Enterprises Medical and Health Industry Group Limited and their role and function are set out below:

List of Directors and their role

Executive Directors

Mr. Zhu Shi Xing (*Chairman*)
Mr. Liu Xue Heng (*Joint Chief Executive Officer*)
Mr. Zhang Jing Ming (*Joint Chief Executive Officer*)
Mr. Gu Shan Chao
Mr. Hu Xiao Yong
Mr. Hu Shiang Chi
Mr. Wang Zheng Chun

Non-Executive Directors

Mr. Robert Winslow Koepp

Independent Non-Executive Directors

Mr. Wu Yong Xi
Mr. Tse, Man Kit, Keith
Mr. Xie Ming
Mr. Zhang Yun Zhou

The Board has set up four committees and their memberships are set out below:

Audit Committee

Mr. Tse, Man Kit, Keith (*Chairman of the committee*)

Mr. Xie Ming

Mr. Wu Yong Xin

Remuneration Committee

Mr. Xie Ming (*Chairman of the committee*)

Mr. Tse, Man Kit, Keith

Mr. Wu Yong Xin

Nomination Committee

Mr. Wu Yong Xin (*Chairman of the committee*)

Mr. Zhu Shi Xing

Mr. Tse, Man Kit, Keith

Mr. Xie Ming

Investment and Risk Management Committee

Mr. Gu Shan Chao (*Chairman of the committee*)

Mr. Zhu Shi Xing

Mr. Liu Xue Heng

Mr. Lam Ka Tak

Directors function

A. The Chairman of the Board

The primary role of the Chairman is to provide leadership for the Board, to ensure that the Board works effectively and appropriate issues are discussed by the Board in a timely manner. The Chairman's responsibilities comprise the following:

1. Ensuring that all directors are properly briefed on issues arising at board meetings and reviewing the status of the implementation of the Board's resolutions.
2. Ensuring that good corporate governance practices and procedures are established and overseeing the implementation of those practices.
3. Encouraging all directors to make a full and active contribution to the Board's affairs and to discharge the responsibilities of the Board and to make an effective contribution.
4. Ensuring the effective and constructive relations among the Board, management and shareholders.

5. Attending meetings, at least one annually, with the Non-executive Directors (including Independent Non-executive Directors) without the presence of Executive Directors.

B. Executive Directors

The executive directors are responsible for the day-to-day management of the relevant business, including:

1. Implementing strategies and policies confirmed by the Board or its committees and to discharge such delegated duties.
2. Providing leadership for management; providing sufficient information and reporting in a timely manner to the Board or its committees to enable the Board to monitor the performance of management and to make an informed assessment of related aspects; putting in place programmes for management development and succession.
3. Establishing and maintaining proper internal control and system.
4. Establishing shareholders communication policy and to regularly review their effectiveness.

C. Non-Executive Directors

The functions of non-executive directors include but are not limited to the following:

1. Attending Board meetings and to advise on any issues on strategy, policy, performance, accountability, resources, key appointments and standards of conduct.
2. Taking the lead of coordination to avoid potential conflicts of interests arise.
3. Participating in the deliberation of the Company's performance in achieving agreed corporate goals and objectives, and monitoring the reporting of the Group performance.

D. Independent Non-Executive Directors

Independent Non-executive Directors are independent professionals:

1. Giving the Group on which they serve the benefit of their skills, expertise of varied backgrounds and qualifications and to bring an independent judgment and constructions suggestion in regard to the strategies and policies to ensure the Group is operated steadily and healthily.
2. Serving on the audit, remuneration, nomination and other governance committees (if necessary). Regularly attend and actively participate the Board and related committees' meetings.

3. If an Independent Non-executive Director serves more than 9 years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved in any general meeting of shareholders.
4. Attending general meetings and understand the views of shareholders so as to bring different point of view on the development and performance to the Group.